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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

RECORDATION NO. 18509-0

AUG 28 '08 -11 40AM

SURFACE TRANSPORTATION BOARD

OF COUNSEL
URBAN A. LESTER

August 28, 2008

Anne K. Quinlan, Esquire
Acting Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Assignment of Lease Schedule No. 809 to Master Equipment Agreement No. 7715030 Dated November 30, 1993, dated as of August 27, 2008, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Master Equipment Lease Agreement with Lease Schedule No. 809 previously filed with the Board under Recordation Number 18509-H.

The names and addresses of the parties to the enclosed document are:

Assignor: AT&T Capital Services, Inc. (as successor in
interest to Ameritech Credit Corporation)
2000 W AT & T Center Dr
Hoffman Estates, IL 60192

Assignee: Trinity Industries Leasing Company
2525 Stemmons Freeway
Dallas, TX 75207

Anne K. Quinlan, Esquire
August 28, 2008
Page 2

A description of the railroad equipment covered by the enclosed document is:

211 railcars within the series DMIX 190224 - DMIX 190707 as more particularly set forth in the attachment to the document).

A short summary of the document to appear in the index is:

Memorandum of Assignment of Lease Schedule No. 809 to Master Equipment Agreement No. 7715030 Dated November 30, 1993.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', with a long horizontal stroke extending to the right.

Robert W. Alvord

RWA/sem
Enclosures

**MEMORANDUM OF ASSIGNMENT OF LEASE SCHEDULE NO. 809 TO MASTER
EQUIPMENT AGREEMENT NO. 7715030 DATED NOVEMBER 30, 1993**

This Memorandum of Assignment of Lease Schedule No. 809 to Master Equipment Lease Agreement No. 7715030 dated November 30, 1993 made and entered into effective August 27, 2008 by and between AT&T Capital Services, Inc., (Assignor), as successor in interest to Ameritech Credit Corporation and Trinity Industries Leasing Company, (Assignee).

WITNESSETH:

- 7715030
1. Lease Schedule No. 809 dated June 17, 1996 to Master Equipment Lease Agreement No. ~~7715080~~ dated as of November 30, 1993 (the "Lease") with Minnesota Corn Processors, covering certain railroad equipment bearing DMIX reporting marks and road numbers detailed on the attached Schedule A, was assigned by Pitney Bowes Credit Corporation, as Lessor to Assignor herein pursuant to the Master Purchase and Assignment Agreement dated October 22, 1998.
 2. Assignor has agreed to assign to Assignee and Assignee has agreed to accept from Assignor certain obligations under the aforesaid Lease and the corresponding railcars which are the subject of that Lease pursuant to the Assignment and Assumption Agreement dated August 27, 2008.
 3. This Memorandum is intended to be recorded with the Surface Transportation Board and may be executed by the parties hereto in any number of counterparts, and all such counterparts taken together shall be deemed to constitute one and the same instrument.
 4. A Memorandum of Master Equipment Lease Agreement with Lease Schedule No. 809 was previously recorded with the Surface Transportation Board on ~~October 23, 1998~~ *June 19, 1996* under Recordation Number 18509-~~X~~-H.

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be signed and sealed by their respective officers as of the date and year first above written.

AT&T Capital Services, Inc.

By: *J. P. Mason*
Title: *Vice President*

Trinity Industries Leasing Company

By: _____
Title: _____

RECORDATION NO. 18509-*U* **FILED**

AUG 28 '08 -11 40 AM

SURFACE TRANSPORTATION BOARD

**MEMORANDUM OF ASSIGNMENT OF LEASE SCHEDULE NO. 809 TO MASTER
EQUIPMENT AGREEMENT NO. 7715030 DATED NOVEMBER 30, 1993**

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WITNESSETH:


1. Lease Schedule No. 809 dated June 17, 1996 to Master Equipment Lease Agreement No. ~~7715080~~ **7715030** dated as of November 30, 1993 (the "Lease") with Minnesota Corn Processors, covering certain railroad equipment bearing DMIX reporting marks and road numbers detailed on the attached Schedule A, was assigned by Pitney Bowes Credit Corporation, as Lessor to Assignor herein pursuant to the Master Purchase and Assignment Agreement dated October 22, 1998.
2. Assignor has agreed to assign to Assignee and Assignee has agreed to accept from Assignor certain obligations under the aforesaid Lease and the corresponding railcars which are the subject of that Lease pursuant to the Assignment and Assumption Agreement dated August 27, 2008.
3. This Memorandum is intended to be recorded with the Surface Transportation Board and may be executed by the parties hereto in any number of counterparts, and all such counterparts taken together shall be deemed to constitute one and the same instrument.
4. A Memorandum of Master Equipment Lease Agreement with Lease Schedule No. 809 was previously recorded with the Surface Transportation Board on ~~October 23, 1998~~ **June 19, 1996** under Recordation Number 18509 ~~N-H~~.

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be signed and sealed by their respective officers as of the date and year first above written.

AT&T Capital Services, Inc.

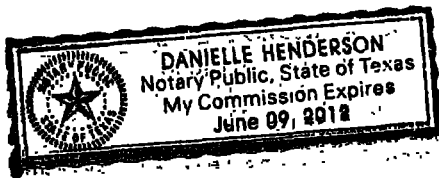
By: _____
Title: _____

Trinity Industries Leasing Company


By:  _____
Title: _____

STATE OF TEXAS §
 § SS:
COUNTY OF DALLAS §

On this 25th day of August, 2008, before me personally appeared Eric Marchetto, to me personally known, who being by me duly sworn, says that he is Executive Vice President of Trinity Industries Leasing Company, and that the foregoing Memorandum of Assignment was signed on behalf of said corporation . Further, he acknowledged that the execution of the foregoing Memorandum of Assignment was the free act and deed of said corporation.



[Notarial Seal]


Notary Public

My commission expires.

6/9/2012

STATE OF _____ §
 § SS:
COUNTY OF _____ §

On this ____ day of August, 2008, before me personally appeared _____, to me personally known, who being by me duly sworn, says that he is _____ of AT&T Capital Services, Inc. and that the foregoing Memorandum of Assignment was signed on behalf of said corporation. Further, he acknowledged that the execution of the foregoing Memorandum of Assignment was the free act and deed of said corporation.

Notary Public

(Notarial Seal)

My commission expires.

STATE OF TEXAS §
 § SS:
COUNTY OF DALLAS §

On this 25th day of August, 2008, before me personally appeared Eric Marchetto, to me personally known, who being by me duly sworn, says that he is Executive Vice President of Trinity Industries Leasing Company, and that the foregoing Memorandum of Assignment was signed on behalf of said corporation . Further, he acknowledged that the execution of the foregoing Memorandum of Assignment was the free act and deed of said corporation.

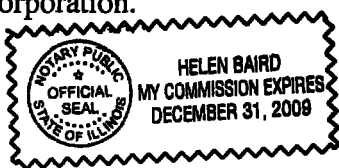
Notary Public

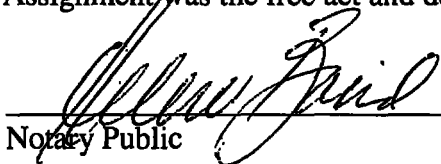
[Notarial Seal]

My commission expires.

STATE OF ILLINOIS §
 § SS:
COUNTY OF COOK §

On this 25th day of August, 2008, before me personally appeared Jeffrey R. Mason, to me personally known, who being by me duly sworn, says that he is Vice President of AT&T Capital Services, Inc. and that the foregoing Memorandum of Assignment was signed on behalf of said corporation. Further, he acknowledged that the execution of the foregoing Memorandum of Assignment was the free act and deed of said corporation.





Notary Public

(Notarial Seal)

My commission expires.

12-31-2009

SCHEDULE A
DESCRIPTION OF EQUIPMENT

Two Hundred Eleven (211) Trinity 19,636 Gallon, Coiled and Insulated Railroad Tank Cars,
built in 1996, now stenciled AAR 211AI00W1

With present Reporting Marks DMIX bearing the running numbers shown below:

190499 190500 190501
190503 190505 190506 190507
190508 190509 190510 190512
190514 190515 190516 190517
190518 190519 190522 190523
190524 190525 190527 190528
190529 190530 190531 190532
190533 190534 190536 190537
190539 190540 190541 190542
190543 190544 190545 190546
190547 190548 190550 190551
190552 190553 190556
190557 190559 190560 190561
190562 190564 190566 190574
190432 190440 190442
190443 190446 190449 190456
190466 190474 190392 190408
190416 190420 190422 190424
190426 190430 190431 190433
190434 190435 190436 190437
190438 190439 190445 190450
190452 190454 190455 190458
190459 190461 190462 190472
190477 190479 190483 190593
190614 190651 190672
190683 190694 190695 190700
190706 190498 190504 190511
190513 190520 190521 190526
190535 190538 190549 190555
190558 190563 190565 190567
190568 190569 190570 190571
190572 190573 190575 190576
190578 190579 190580 190581
190582 190583 190584 190707
190287 190299 190307 190309
190310 190312 190321 190324
190332 190334 190335 190337
190338 190339 190340 190341
190342 190344 190345 190346
190347 190348 190349 190350

190351 190352 190353 190354
190355 190356 190358 190360
190361 190362 190363 190364
190365 190366 190367 190368
190369 190370 190371 190372
190373 190374 190375 190376
190377 190378 190379 190380
190381 190266 190268
190272 190273 190275 190276
190277 190278 190279 190280
190283 190284 190315 190357
190359 190382 190383 190384
190385 190386 190387 190388
190389 190224 190228 190230

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 8/28/08



Robert W. Alvord